

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
: :  
GENERAL MOTORS CORP., et al., : Case No. 09-50026 (REG)  
: :  
Debtors. : (Jointly Administered)  
: :  
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**DECLARATION OF VIRGINIA A. SANDOR IN SUPPORT OF  
LIMITED OBJECTION AND RESERVATION OF RIGHTS OF  
XM SATELLITE RADIO HOLDINGS INC. AND XM SATELLITE RADIO INC.  
TO NOTICE OF (I) DEBTORS' INTENT  
TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS,  
UNEXPIRED LEASES OF PERSONAL PROPERTY, AND  
UNEXPIRED LEASES OF NONRESIDENTIAL REAL  
PROPERTY AND (II) CURE AMOUNTS RELATED THERETO**

I am Virginia A. Sandor, Vice President of each of XM Satellite Radio Holdings Inc. and XM Satellite Radio Inc. (collectively, "XM Satellite Radio"). I am submitting this affidavit in support of the Limited Objection and Reservation of Rights of XM Satellite Radio Holdings Inc. and XM Satellite Radio Inc. to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related thereto (the "Assumption Notice") in the above-captioned proceeding.

1. XM Satellite Radio learned that many of Debtor's contracting parties had received notices of Debtors' intent to assume and assign contracts in connection with Debtor's bankruptcy and reorganization. XM Satellite Radio made several requests to Debtor to verify that its contracts would be assumed by the Purchaser and to obtain the list of contracts to be assumed.
2. Debtor responded to me by email on June 22, 2009 that after consultation with its bankruptcy counsel, Debtor could not provide a list of contracts to be assumed.
3. On July 8, 2009, I received from Debtor via email a spreadsheet listing twenty documents marked "To be Assumed," most of which were identified only as "Letter" or were no longer executory contracts.
4. On July 9, 2009, I received from Debtor's counsel via email a copy of Assumption Notice dated June 5, 2009. I had been told by Debtor's command center that they would resend to my attention via first class mail the official Assumption Notice.

5. On July 14, 2009, I received from Debtor's counsel via email a copy of Assumption Notice. As of the date hereof, I have not received the copy of the Assumption Notice that was to be mailed in accordance with the terms of Debtor's bankruptcy order.

Executed in Washington, D.C. on the 17th day of July 2009.



Virginia A. Sandor,  
Vice President of XM Satellite Radio Holdings Inc.  
and XM Satellite Radio Inc.